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BEFORE THE ARIZONA CORPORATION COMMISSION

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COMMISSIONERS

2005 JUN 21 P 1:08

JEFF HATCH-MILLER Chairman
WILLIAM A. MUNDELL
MARC SPITZER
MIKE GLEASON
KRISTIN K. MAYES

AZ CORP COMMISSION
DOCUMENT CONTROL

IN THE MATTER OF:

DOCKET NO. S-03585A-05-0000

LISTO, INC., a Nevada corporation
668 N. 44th Street, Ste. 233
Phoenix, AZ 85008

ROBERT SMART and JANE DOE SMART,
husband and wife
819 Donato Guerra Rep. Belice Col. Machi-Lopez
Hermosillo, Sonora, Mexico 83127

KEVIN KRAUSE, an unmarried man
23444 N. 21st Wat
Phoenix, AZ 85024

Respondents.

Arizona Corporation Commission

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JUN 21 2005

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KA

THIRD
PROCEDURAL ORDER

BY THE COMMISSION:

On March 10, 2005, the Securities Division ("Division") of the Arizona Corporation Commission ("Commission") filed a Temporary Order to Cease and Desist ("T.O.") and a Notice of Opportunity for Hearing ("Notice") against Listo, Inc. ("Listo"), Robert and Jane Doe Smart and Kevin Krause (collectively the "Respondents") in which the Division alleged multiple violations of the Arizona Securities Act ("Act") in connection with the offer and sale of securities in the form of stock.

Respondent, Krause was duly served with a copy of the T.O. and the Notice.

On March 30, 2005, Respondent Krause filed a request for a hearing.

On April 4, 2005, by Procedural Order, a pre-hearing conference was scheduled for May 10, 2005.

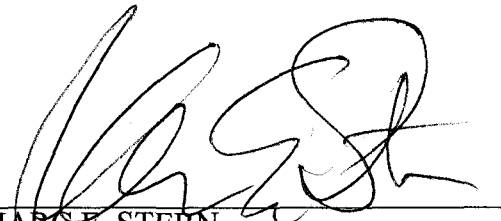
On April 18, 2005, counsel for the Division and Mr. Krause, who were present on another matter, orally requested that this proceeding be continued to June 21, 2005. By Procedural Order, a pre-hearing was scheduled as requested.

1 On June 21, 2005, the Division and Respondent Krause appeared through counsel and jointly
2 requested that another pre-hearing be scheduled while the parties attempt to settle the issues raised in
3 this proceeding.

4 Accordingly, another pre-hearing conference should be scheduled.

5 IT IS THEREFORE ORDERED that a **pre-hearing** conference shall be held on **September**
6 **13, 2005, at 9:45 a.m.**, at the Commission's offices, 1200 West Washington Street, Phoenix,
7 Arizona.

8 Dated this 21st day of June, 2005


9
10 MARCE. STERN
11 ADMINISTRATIVE LAW JUDGE

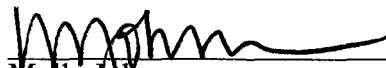
12 Copies of the foregoing were mailed/delivered
13 this 21 day of June, 2005 to:

14 Alan S. Baskin
15 BADE & BASKIN
16 80 East Rio Salado Parkway, Ste. 515
17 Tempe, AZ 85281
18 Attorneys for Respondent Kevin Krause

17 Matt Neubert, Director
18 Securities Division
19 ARIZONA CORPORATION COMMISSION
1300 West Washington Street
Phoenix, AZ 85007

20 ARIZONA REPORTING SERVICE
21 2627 N. Third Street, Ste. Three
Phoenix, AZ 85004-1003

22 By:


23 Molly Johnson
24 Secretary to Marc E. Stern
25
26
27
28